

**IN THE UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

**Glass Dimensions, Inc. on behalf of the  
Glass Dimensions, Inc. Profit Sharing  
Plan and Trust, *and all others*  
*similarly situated,***

Plaintiffs,

v.

**State Street Corporation, State Street  
Bank and Trust Company,  
and State Street Global Advisors,**

Defendants.

**CIVIL ACTION NO. 1:10-CV-10588 (JLT)**

**ORAL ARGUMENT REQUESTED**

**DEFENDANTS' MOTION TO AMEND THE CLASS CERTIFICATION ORDER**

Pursuant to Rule 23(c)(1)(C) of the Federal Rules of Civil Procedure, Defendants State Street Corporation and State Street Bank and Trust Company (together with its State Street Global Advisors division ("Defendants")) respectfully move this Court to amend or alter the Court's class certification order, dated August 22, 2012 (Dkt. No. 156) so as to exclude plans that had knowledge of the fees by receipt of the Fund Declaration. In the alternative, Defendants request that the Court create a sub-class of such plans.

As set forth more fully in the accompanying Memorandum of Law, Defendants' Motion should be granted because record evidence establishes that hundreds of plans that invested in the Lending Funds received actual notice of the fee at issue at least three years prior to the filing of this action. They are differently situated from a representative that paid securities lending fee for 13 years without its knowledge. The class representative has no incentive to litigate issues relevant to the statute of limitations and the claims of such plans should be excluded from the class or moved into a sub-class.

Pursuant to Local Rule 7.1(a)(2), Defendants state that the parties have conferred with respect to the instant motion. Plaintiff opposed this motion.

WHEREFORE, for the reasons set forth more fully in Defendants' Memorandum of Law, Defendants respectfully request that the Court grant this motion to amend or alter its order of class certification.

### **REQUEST FOR ORAL ARGUMENT**

Defendants believe that oral argument may assist the Court in deciding the issues presented by this Motion. Defendants accordingly request a hearing pursuant to Local Rule 7.1(d).

Dated: September 25, 2012

Respectfully submitted,

/s/ Lori A. Martin

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Sara N. Raisner (*pro hac vice*)

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Company (including its division State Street  
Global Advisors)*

### LOCAL RULE 7.1. CERTIFICATION

I hereby certify that counsel for Defendants have conferred with opposing counsel and have attempted in good faith, but without success, to resolve or narrow the issues presented in the motion.

  
Sara N. Raisner

### CERTIFICATE OF SERVICE

I hereby certify that on September 25, 2012, I caused a copy of **DEFENDANTS' MOTION TO AMEND THE CLASS CERTIFICATION ORDER** to be served electronically, via the electronic filing system, on the registered participants as identified on the Notice of Electronic Filing (NEF) and by first-class mail on those indicated as non-registered participants.

  
Sara N. Raisner